

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA

IN RE: SHUBH HOTELS PITTSBURGH, LLC, Debtor.	Bankr. No. 10-26337 Chapter 11 Judge Jeffery A. Deller
 SHUBH HOTELS PITTSBURGH, LLC, Movant(s), v. HOTEL EMPLOYEES AND RESTAURANT EMPLOYEES INTERNATIONAL UNION WELFAR FUND, Respondent(s).	Related to Doc. Nos. 7 and 41 Hearing Date: September 29, 2010 Hearing Time: 10:30 a.m.

**RESPONSE IN OPPOSITION TO CARBON CAPITAL II REAL ESTATE CDO
2005-1, LTD., AND BLACKROCK FINANCIAL MANAGEMENT, INC., AS
SUBSPECIAL SERVICER TO CARBON CAPITAL II REAL ESTATE CDO 2005-1,
LTD.’S SPECIAL SERVICER, MIDLAND LOAN SERVICES, INC. EMERGENCY
MOTION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105(A) AND 362(D)(1) AND
(D)(2) GRANTING RELIEF FROM THE AUTOMATIC STAY**

AND NOW, comes the Hotel Employees and Restaurant Employees International Union Welfare Fund (the “Fund”), by and through its undersigned counsel, the Bernstein Law Firm, P.C., and files this Response To Carbon Capital II Real Estate CDO 2005-1, Ltd., And Blackrock Financial Management, Inc., As Sub-Special Servicer To Carbon Capital II Real Estate CDO 2005-1, Ltd.’s Special Servicer, Midland Loan Services, Inc. Emergency Motion For An Order Pursuant To 11 U.S.C. §§ 105(a) And 362(d)(1) And (d)(2) Granting Relief From The Automatic Stay (the “Response”), and in support thereof states as follows:

1. Shubh Hotels Pittsburgh, Inc. (“Debtor”) employees approximately 300 employees. Of those 300 employees, approximately 270 are hourly employees represented by the Hotel Employees and Restaurant Employees International Union and certain other unions.

2. The Fund is, *inter alia*, a “Group Healthcare Fund,” as defined in 45 C.F.R. Section 160.103, and an “Employee Benefit Plan,” as defined in section 3(1) of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Fund provides healthcare and manages pension plans for all of Debtor’s Hotel Employees and Restaurant Employees International Union employees. Pursuant to the collective bargaining agreement between the Debtor and the Hotel Employees and Restaurant Employees International Union, the Debtor is obligated to make certain monthly payments to the Fund to adequately fund benefits owed to union employees. The Fund is still calculating its exact claim in this bankruptcy case but believes that it has an approximately \$1,250,000.00 unsecured claim.

3. On September 8, 2010, Carbon Capital II Real Estate CDO 2005-1, Ltd., and Blackrock Financial Management, Inc., as Sub- Special Servicer to Carbon Capital II Real Estate CDO 2005-1, Ltd.’s Special Servicer, Midland Loan Services, Inc. (“Blackrock”) filed its Emergency Motion for an Order Pursuant to 11U.S.C. §§ 105(a) and 362(d)(1) and (d)(2) Granting Relief From The Automatic Stay (the “Motion”).

4. On September 14, 2010, the Debtor filed its Response to Emergency Motion for an Order Pursuant to 11 U.S.C. §§ 105(a) and 362(d)(1) and (d)(2) Granting Relief From The Automatic Stay (the “Response to Emergency Motion”).

5. Believing that the property in question is clearly necessary to an effective reorganization (and, therefore, the possible repayment of creditors as well as the continued

employment of approximately 300 employees), the Fund supports the Debtor's Response to Emergency Motion.

6. Lifting the stay will, for all intents and purposes, end the life of this debtor, essentially guaranteeing that only Blackrock will get paid (and probably not in full) while other creditors and employees are left out in the cold.

Dated: September 28, 2010

Respectfully submitted,

BERNSTEIN LAW FIRM, P.C.,

By: /s/ *Kirk B. Burkley*
Kirk B. Burkley, Esq.
Pa. Id. No. 85911
Scott E. Schuster, Esq.
Pa. Id. No. 203766
707 Grant Street, 2200 Gulf Tower
Pittsburgh, PA 15219
sschuster@bernsteinlaw.com
(412) 456-8119 (phone)

Attorneys for Hotel Employees and
Restaurant Employees International
Welfare Fund